FORM D SES Wall Processing Section

AUG 262008

Weshington, DC

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

140	14478								
OMB A	PPROVAL								
OMB Number:	3235-0076								
Expires:	August 31, 2008								
Estimated average burden									
hours per respon	se16.00								

SEC USE ONLY									
Prefix	Serial								
İ	1								
DATE	RECEIVED								
ŀ									

Name of Offering (check if this is an amendment and name has changed, and indicate changed	nange.)
Filing Under (Check box(es) that apply):	Rule 506 Section 4(6) ULOE
Type of Filing: ☐ New Filing ☐ Amendment	PROCES
A. BASIC IDENTIFICATION D.	DATA
Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate cha	ange.)
LaSalle Japan Logistics Investors II L.P.	Telephone Number (Including Area Code)
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
c/o LaSalle Japan Logistics II GP Ltd., c/o Walkers SPV, Walker House, 87 N	Mary +1-345-949-0100
Street, George Town, Grand Cayman KY1-9002, Cayman Islands	
Address of Principal Business Operations (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
(if different from Executive Offices)	
Same as above.	
Brief Description of Business	A STATE A STAT
Acquisition, ownership, management and disposition of commercial real estate	te.
Type of Business Organization	
☐ corporation ☐ limited partnership, already formed	□ other (08056039
business trust limited partnership, to be formed	
Month Year	ar
Actual or Estimated Date of Incorporation or Organization: 0 6 0	7 Actual Estimated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbrevia CN for Canada: FN for other foreign jurisdic	

GENERAL INSTRUCTIONS

Federal

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION-

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

		A. BASIC IDENTI	FICATION DATA		
2. Enter the information requ	ested for the follow	ring:			
Each promoter of the is	ssuer, if the issuer h	as been organized within the	e past five years;		
 Each beneficial owner issuer; 	having the power to	vote or dispose, or direct the	ne vote or disposition of, 10%	or more of a class	s of equity securities of the
 Each executive officer 	and director of corp	orate issuers and of corpora	ite general and managing part	ners of partnership	issuers; and
 Each general and mana 	iging partner of part	nership issuers.			
Check Box(es) that Apply:		☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
LaSalle Investment	Management (A	sia) Pte. Ltd.			
Business or Residence Addres	ss (Number and Stre	et, City, State, Zip Code)			
9 Raffles Place, #37	-04 Republic Pl	aza, Singapore 04 861	9		
Check Box(es) that Apply:	Promoter	Beneficial Owner	☐ Executive Officer	☐ Director	☑ General and/or Managing Partner
Full Name (Last name first, if	`individual)				
LaSalle Japan Logis	tics Investors II	GP Ltd.			
Business or Residence Addres	ss (Number and Stre	et, City, State, Zip Code)			
c/o Walkers SPV, W	alker House, 87	Mary Street, George	Town, Grand Cayman I	KY1-9002, Ca	yman Islands
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Owens, Leo					
Business or Residence Addres	ss (Number and Stre	et, City, State, Zip Code)			
LaSalle Investment	Management, In	c., 200 East Randolph	Drive, Chicago, IL 606	501, U.S.A.	
Check Box(es) that Apply:	Promoter	Beneficial Owner	☐ Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last name first, if	`individual)				
Woodrow, Kim					
Business or Residence Addres	ss (Number and Stre	et, City, State, Zip Code)			
LaSalle Investment	Management, In	c., 200 East Randolph	Drive, Chicago, IL 606	501, U.S.A.	
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)			·············	
Lyon, Jamie					
Business or Residence Addres	ss (Number and Stre	et, City, State, Zip Code)			
LaSalle Investment	Management, In	c., 33 Cavendish Squa	re, P.O. Box 2326, Lor	don, England	W1A2NF
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Mowthorpe, Richard		et, City, State, Zip Code)			

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

□ Executive Officer

☐ Director

General and/or
Managing Partner

LaSalle Investment Management, Inc., 33 Cavendish Square, P.O. Box 2326, London, England W1A2NF

☐Beneficial Owner

Check Box(es) that Apply:

Full Name (Last name first, if individual)

☐ Promoter

Business or Residence Address (Number and Street, City, State, Zip Code)

B. INFORMATION ABOUT OFFERING													
											Yes	No	
1. Has	the issuer s	sold, or doe							-	••••••	🔲	\boxtimes	
			Α	inswer also	in Append	lix, Colum	n 2, if filin	g under UI	.OE.				
2. Wha	t is the mir	nimum inve	estment tha	t will be ac	cepted fro	m any indi	viduał?				\$ 10,00	0,000.00*	
											Yes	No	
3. Does the offering permit joint ownership of a single unit?										••••••	🛮		
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. The General Partner may permit investments of lesser amounts in its discretion.													
	me (Last n ne - Not A		f individua	l)			·			·			
			ss (Numbe	r and Stree	t, City, Sta	te, Zip Co	de)						
Name a	of Associate	. t D . L	. D. I										
Name	or Associate	eu Diokei (oi Dealei										
			d Has Solic										
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]	
[MT] [RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[VY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]	
			f individua		[0.]	[]	[]	[,,,,,]			[,,,]		
7 011 110	me (Basi ii	unic mist, i	, marviduu	.7									
Busines	s or Resid	ence Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Co	de)						
Name o	f Associate	ed Broker (or Dealer										
- Ivanic o	7 Associate	Cd Diokei (or Dealer						<u> </u>				
			d Has Solic								— — — — — — — — — — — — — — — — — — —	l States	
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL] '	[GA]	(HI)	[ID]	
[IL]	(IN)	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[O/L] [MN]	[MS]	[MO]	
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]	
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	
Full Na	me (Last n	ame first, i	f individua	l)									
Busines	s or Reside	ence Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Coo	ie)			· · · · · · · · · · · · · · · · · · ·			
Name o	f Associate	ed Broker o	or Dealer										
States in	n Which Po	erson Liste	d Has Solic	ited or Inte	ends to Sol	icit Purcha	sers						
											🗖 Al	l States	
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	(HI)	[ID]	
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]	
[MT] [RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	(OK) [WI]	[OR] [WY]	(PA] [PR]	

 $^{{}^\}star \text{The general partner reserves the right to accept smaller investments.}$

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

		Aggregat	te	Amount
	Type of Security	Offering P		Already Sold
	Debt	<u>\$-</u>		\$
	Equity	\$-		\$
	☐ Common ☐ Preferred			
	Convertible Securities (including warrants)	\$		\$
	Partnership Interests	\$834,444,445.	.00 [†]	\$190,097,223.00 ^{††}
	Other (specify)	\$		
	Total	\$834,444,445.	00	\$190,097,223.00
	Answer also in Appendix, Column 3, if filing under ULOE.			
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number Investor		Aggregate Dollar Amoun of Purchases
	Accredited Investors	6		\$190,097,223.00
	Non-accredited Investors	0		\$0.00
	Total (for filings under Rule 504 only)			\$
	If this filing is for an offering under Rule 504 or 505, enter the information requested for all			
	securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.			
	securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.	Type of Security		Dollar Amoun Sold
	securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C –	Type of Security		
	securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of Offering Rule 505			Sold \$
	securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of Offering Rule 505			Sold \$ \$
	securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of Offering Rule 505 Regulation A Rule 504			\$ Sold \$ \$ \$
4. a.	securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of Offering Rule 505 Regulation A Rule 504 Total Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.	Security	, 	Sold \$
4. a	securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of Offering Rule 505 Regulation A Rule 504 Total Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure	Security	, 	\$ \$ \$ \$
4. a.	securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of Offering Rule 505 Regulation A Rule 504 Total Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.	Security		\$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$
4. a.	securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of Offering Rule 505 Regulation A Rule 504 Total Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees	Security	3	\$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$
4. a.	securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of Offering Rule 505	Security	3	\$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$
4. a.	securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of Offering Rule 505 Regulation A Rule 504 Total Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees.	Security	3	\$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$
4. a	securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of Offering Rule 505 Regulation A Rule 504 Total Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees	Security	3	\$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$

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	C. OFFERING PRI	CE, NUMBER OF INVESTORS, EXPENSES AND US	E OF	PROCEEDS					
b.	 Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted gross proceeds to the issuer." 								
5.	each of the purposes shown. If the ame check the box to the left of the estimat	sted proceeds to the issuer used or proposed to be a point for any purpose is not known, furnish an esting te. The total of the payments listed must equal the presponse to Part C – Question 4.b above.	iate a	nd					
				Payments to Officers, Directors & Affiliates	Payments To Others				
	Salaries and fees		🛛	<u>S**</u>	□ <u>\$</u>				
	Purchase of real estate		🛛	<u>s</u>	\$833,781,445.00				
	Purchase, rental or leasing and ins	tallation of machinery and equipment	🗆	\$	<u>s</u>				
	Construction or leasing of plant bu	ildings and facilities	🗆	<u>\$</u>	□ <u>s</u>				
	offering that may be used in excha	icluding the value of securities involved in this inge for the assets or securities of another issuer	_	٠					
					<u> </u>				
	• •				•				
	Working capital								
	Other (specify): Investment capita	📮	<u>\$</u>						
	Column Totals		🖾	\$0.00	\$833,781,445.00				
	Total Payments Listed (column to	••	\$83	33,781,445.00					
		D. FEDERAL SIGNATURE							
fol	owing signature constitutes an undertal	e signed by the undersigned duly authorized person king by the issuer to furnish to the U.S. Securitied by the issuer to any non-accredited investor pursua	s and	Exchange Com	mission, upon written				
Iss	er (Print or Type)	Signature	,	Date					
Las	alle Japan Logistics Investors II L.P.			August 22, 20	08				
Na	ne of Signer (Print or Type)	Title of Signer (Print or Type)							
	Owens	Director of LaSalle Japan Logistics Investors II			er of issuer				
**	Amount of fees to be paid to affiliate	of the General Partner are not ascertainable at	this t	ime.					

-ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE							
Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?								
See Appendix, Column 5, for state response.								
2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.								
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.								
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.								
The issuer has read this notification and knoundersigned duly authorized person.	ows the contents to be true and has duly caused this no	otice to be signed o	n its beh	alf by the				
Issuer (Print or Type)	Signature / 200	Date						
LaSalle Japan Logistics Investors II L.P.	LaSalle Japan Logistics Investors II L.P. August 22, 2008							
Name of Signer (Print or Type)	Title of Signer (Print or Type)							
Leo Owens	Director of LaSalle Japan Logistics Investors II GP I	Ltd., general partner	r of Issue:	Г				

Instruction

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

					APPENDIX					
1	Intend to a accre inves St	2 d to sell non-edited stors in tate	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)				5 Disquatification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Itern 1)	
				Number of Accredited		Number of Non-Accredited				
State	Yes	No		Investors	Amount***	Investors	Amount	Yes	No	
AL										
AK			<u> </u>							
AZ										
AR										
CA			limited partner interests; up to \$834,444,445.00	2	\$ 83,217,593	0	0.00		Ø	
со										
СТ										
DE										
DC										
FL										
GA										
НІ										
ID										
IL		×	limited partner interests; up to \$834,444,445.00	1	\$1,111,112	0	0.00		⊠	
IN										
lA										
KS										
KY										
LA									⋈	
ME										
MD					-					
МА							•			
MI										
MN										
MS										
МО							<u> </u>			

2 3 4 5 1 Disqualification Intend to sell Type of security under State ULOE to non-(if yes, attach accredited and aggregate explanation of offering price Type of investor and investors in offered in state amount purchased in State waiver granted) State (Part C-Item 1) (Part C-Item 2) (Part E-Item 1) (Part B-Item 1) Number of Number of Accredited Non-Accredited State Yes No Investors Investors Amount Yes No Amount*** MT NE NV NH NJ NM \boxtimes 0 0 0.00 \boxtimes \$0.00 NY limited partner interests; up to \$834,444,445.00 NC ND 0 0.00 \boxtimes OH \boxtimes limited partner 2 \$77,990,741 interests; up to \$834,444,445.00 OK OR PA RI SC SD TN TX UT VT VAWAWV WI WY PR

APPENDIX

^{***}Limited partner interests were sold to foreign investors. All dollar amounts approximate. Figures based on conversion from Japanese Yen to U.S. Dollars at JP¥ 108/US \$.